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13 *Counsel for the First Lien Steering Committee*

14  
 15 **UNITED STATES BANKRUPTCY COURT**  
 16 **DISTRICT OF NEVADA**  
 17 **SOUTHERN DIVISION**

18  
 19 **IN RE:** § **Case No. 09-14814-LBR**  
 20 **THE RHODES COMPANIES, LLC,** § **(JointlyAdministered)**  
 21 **aka "Rhodes Homes," et al.,** § **Chapter 11**  
 22 **Debtors.<sup>1</sup>** §

23  
 24 <sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification  
 25 number, if applicable, are: Heritage Land Company, LLC (2918); The Rhodes Companies, LLC (3060);  
 Rhodes Ranch General Partnership (1760); Tick, LP (0707); Glynda, LP (5569); Chalkline, LP (0281); Batcave,  
 LP (6837); Jackknife, LP (6189); Wallboard, LP (1467); Overflow, LP (9349); Rhodes Ranch Golf and Country  
 Club (9730); Tuscany Acquisitions, LLC (0206); Tuscany Acquisitions II, LLC (8693); Tuscany Acquisitions  
 III, LLC (9777); Tuscany Acquisitions IV, LLC (0509); Parcel 20 LLC (5534); Rhodes Design and  
 Development Corp. (1963); C&J Holdings, Inc. (1315); Rhodes Realty, Inc. (0716); Jarupa LLC (4090);  
 Elkhorn Investments, Inc. (6673); Rhodes Homes Arizona, LLC (7248); Rhodes Arizona Properties, LLC  
 (8738); Tribes Holdings LLC (4347); Six Feathers Holdings, LLC (8451); Elkhorn Partners, A Nevada Limited  
 Partnership (9654); Bravo Inc. (2642); Gung-Ho Concrete, LLC (6966); Geronimo Plumbing, LLC (6897);  
 Apache Framing, LLC (6352); Tuscany Golf Country Club, LLC (7132); Pinnacle Grading, LLC (4838).

1                   **Affects:**

2                    All Debtors

3                    Affects the following

4                   Debtor(s)

5

6                   § **SECOND AMENDED DECLARATION OF**

7                   § **BRIAN OSBORNE CERTIFYING**

8                   § **TABULATION OF BALLOTS REGARDING**

9                   § **VOTE ON SECOND AMENDED MODIFIED**

10                   § **PLAN OF REORGANIZATION PURSUANT**

11                   § **TO CHAPTER 11 OF THE BANKRUPTCY**

12                   § **CODE FOR THE RHODES COMPANIES,**

13                   § **LLC, ET AL.**

14                   I, Brian Osborne, hereby declare:

15

16                   1. I am over the age of eighteen years and am competent to testify about the

17                   matters contained herein. I am a member of Omni Management Group, LLC ("Omni"),

18                   which has offices located at 16501 Ventura Boulevard, Suite 440, Encino, CA 91436.

19                   Unless otherwise stated, I have personal knowledge of the matters set forth herein.

20                   **Retention of Omni**

21                   2. Omni was retained by the Debtors in the Debtors' chapter 11 cases by order

22                   entered on April 8, 2009 (Heritage Docket No. 111) for the purpose of serving as the

23                   Debtors' claims, balloting, noticing and administrative agent (the "Claims and Solicitation

24                   Agent"). To the best of my knowledge and belief, Omni is not a creditor or equity security

25                   holder of the Debtors, except to the extent that there are outstanding amounts due Omni in

26                   connection with the services provided in accordance with its retention approved by the

27                   Court.

28                   **Plan Solicitation**

29                   3. Pursuant to the Order (A) Approving the Adequacy of the First Lien Steering

30                   Committee's Disclosure Statement; (B) Approving Solicitation and Notice Procedures with

31                   Respect to Confirmation of the First Lien Steering Committee's Proposed Plan of

32                   Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection

33                   Therewith; and (D) Scheduling Certain Dates with Respect Thereto (Rhodes Docket No.

1 809), entered on December 1, 2009 (the “Solicitation Procedures Order”), Omni was  
 2 instructed to solicit votes from holders of claims entitled to vote on the Second Amended  
 3 Modified Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code for the  
 4 Rhodes Companies, LLC, *et al.* (the “Plan”) as of December 1, 2009 (the “Record Date”).  
 5

6 4. Pursuant to the Plan, holders of claims in the following classes were entitled  
 7 to vote on the Plan:

- 8 (a) Class A-1 (First Lien Lender Secured Claims)
- 9 (b) Class A-2 (Second Lien Lender Secured Claims)
- 10 (c) Class C-1 (General Unsecured Claims)
- 11 (d) Class C-2 (First Lien Lender Deficiency Claims)
- 12 (e) Class C-3 (Second Lien Lender Deficiency Claims)

13 Each holder of a claim in Class A-1, Class A-2, Class C-1, Class C-2 and Class C-3  
 14 (collectively, the “Voting Classes”) that was entitled to vote as of the Record Date was  
 15 mailed a Solicitation Package (as such term is defined in the solicitation procedures (the  
 16 “Solicitation Procedures”) that was approved by the Solicitation Procedures Order). *See*  
 17 Certificate of Service of Nova George, filed December 9, 2009 (Docket No. 822). Holders  
 18 of claims in Class A-3 (Other Secured Claims) and Class B (Priority Non-Tax Claims) are  
 19 conclusively presumed to have accepted the Plan and are not entitled to vote on the Plan.  
 20 Holders of claims in Class C-4 (Subordinated Claims), Class D (Old Equity Interests) and  
 21 Class E (Intercompany Claims) are deemed to have rejected the Plan and are not entitled to  
 22 vote on the Plan.

23 5. Pursuant to the Solicitation Procedures, all completed ballots were required to  
 24 be (i) sent by mail or courier to Omni Management Group, LLC, Attn: Brian Osborne,  
 25

1 16161 Ventura Blvd. Suite C, PMB 477, Encino, CA 91436, (ii) sent by email to  
2 Nova@omnimgt.com or (iii) sent by fax to (818) 783-2737, so as to be actually received by  
3 Omni no later than 4:00 p.m. (Prevailing Pacific Time) on January 4, 2010 (the “Voting  
4 Deadline”). In accordance with the Solicitation Procedures, a return envelope was included  
5 in the Solicitation Package to facilitate the return of ballots.  
6

7 **Tabulation Procedures**

8 6. I supervised the tabulation process performed by personnel of Omni. The  
9 professionals of Omni have considerable experience in tabulating the ballots of creditors and  
10 equity security holders with respect to plans of reorganization. Omni personnel were  
11 instructed to tabulate ballots submitted by holders of claims in each of the Voting Classes.  
12 Among other things, Omni personnel were instructed to (i) place a date and time-stamp on  
13 each ballot at the time such ballot was received, (ii) review the validity of such ballot and  
14 (iii) tabulate such ballot in the manner directed by the Solicitation Procedures. To the best  
15 of my knowledge, information and belief, the Omni professionals responsible for reviewing  
16 and tabulating the ballots cast by holders of claims in each of the Voting Classes adhered to  
17 my instructions and the Solicitation Procedures.  
18

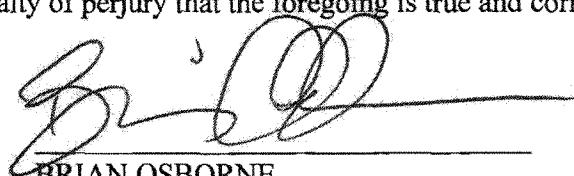
19 7. The results of the tabulation of all valid ballots received prior to the Voting  
20 Deadline for each of the Voting Classes are set forth in Exhibit A hereto. Pursuant to the  
21 Solicitation Procedures, Omni is obligated delineate every ballot that does not conform to  
22 the voting instructions or that contains any form of irregularity including, but not limited to,  
23 those ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking  
24 signatures or lacking necessary information, or damaged. A description of such ballots,  
25  
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27  
28

1 together with the action taken with respect to such ballots, is also set forth on Exhibit A  
2 hereto.

3 8. All ballots received by Omni have been stored at Omni's office located at  
4 16501 Ventura Boulevard, Suite 440, Encino, CA 91436, and are available for inspection by  
5 the Court or any party in interest.

6 9. I declare under penalty of perjury that the foregoing is true and correct.

7 Executed on January 26, 2010



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9 BRIAN OSBORNE  
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Exhibit A

**The Rhodes Companies, LLC**  
**Case No. BK-S-09-14814-LBR**  
**Ballot Report**

April 16, 2008 8:57:53 AM

**Class A-1 - First Lien Lender Secured Claims**

	Total Valid	Accepted	Rejected	Invalid
<b># Votes:</b>	95	89	6	0
<b>Vote %:</b>	100%	93.68%	6.32%	
<b>Tabulated Amount</b>	\$311,390,810.99	\$303,788,681.44	\$7,602,129.55	
<b>Amount %:</b>	100%	97.56%	2.44%	

**Class C-2 - First Lien Lender Deficiency Claims**

	Total Valid	Accepted	Rejected	Invalid
<b># Votes:</b>	68	62	6	0
<b>Vote %:</b>	91.18%	8.82%		
<b>Tabulated Amount</b>	\$236,508,500.38	\$228,906,370.83	\$7,602,129.55	
<b>Amount %:</b>	96.79%	3.21%		

**Class A-2 - Second Lien Lender Secured Claims**

	Total Valid	Accepted	Rejected	Invalid
<b># Votes:</b>	19	19	0	0
<b>Vote %:</b>	100.00%	0.00%		
<b>Tabulated Amount</b>	\$37,856,465.48	\$37,856,465.48	\$0.00	
<b>Amount %:</b>	100.00%	0.00%		

**Class C-3 - Second Lien Lender Deficiency Claims**

	Total Valid	Accepted	Rejected	Invalid
<b># Votes:</b>	19	19	0	0
<b>Vote %:</b>	100.00%	0.00%		
<b>Tabulated Amount</b>	\$37,856,465.48	\$37,856,465.48	\$0.00	
<b>Amount %:</b>	100.00%	0.00%		

**Class C-1 - General Unsecured Claims**

	Total Valid	Accepted	Rejected	Invalid
<b># Votes:</b>	15	10	5	1
<b>Vote %:</b>	66.67%	33.33%		
<b>Tabulated Amount</b>	\$4,010,544.01	\$483,486.91	\$3,527,057.10	
<b>Amount %:</b>	12.06%	87.94%		

**The Rhodes Companies, LLC**  
**Case No. BK-S-09-14814-LBR**  
**Ballot Report**

January 25, 2010 4:30:54 PM

**Class A-1 - First Lien Lender Secured Claims**

Name of Holder	Date Received	Claim / Sched. ID	Opt In	Ballot Amount	Vote	Tabulated Amount	Comment
Antares Capital Corporation	12/24/2009			\$702,294.00	Accept	\$716,448.85	
Archimedes Funding IV (Cayman) Ltd.	12/24/2009		Yes	\$2,435,926.15	Accept	\$2,435,926.15	
Atrium CDO	1/4/2010		Yes	\$1,447,344.48	Accept	\$1,432,897.74	
Atrium III	1/4/2010		Yes	\$2,171,016.73	Accept	\$2,149,346.59	
Atrium IV	1/4/2010		Yes	\$723,672.24	Accept	\$716,448.85	
Atrium V	1/4/2010		Yes	\$665,075.30	Accept	\$658,436.78	
Atrium VI	1/4/2010		Yes	\$2,481,161.97	Accept	\$2,456,397.40	
Carlyle High Yield Partners IV, Ltd.	1/4/2010			\$442,901.71	Reject	\$442,910.71	
Carlyle High Yield Partners VI, Ltd.	1/4/2010			\$630,720.82	Reject	\$630,720.79	
Carlyle High Yield Partners VII, Ltd.	1/4/2010			\$368,204.04	Reject	\$368,204.09	
Carlyle High Yield Partners VIII, Ltd.	1/4/2010			\$355,336.87	Reject	\$355,336.91	
Carlyle High Yield Partners IX, Ltd.	1/4/2010			\$1,287,917.52	Reject	\$1,287,917.52	
Carlyle Loan Investment, Ltd.	1/4/2010			\$6,031,298.15	Reject	\$4,517,039.53	
Castle Garden Funding	1/4/2010		Yes	\$3,618,381.21	Accept	\$3,582,244.34	
Cent CDO 10 Limited	12/28/2009			\$841,827.42	Accept	\$841,827.42	
Cent CDO XI Limited	12/28/2009			\$1,271,696.74	Accept	\$1,271,696.73	
Centurion CDO 8 Limited	12/28/2009			\$1,271,696.74	Accept	\$1,271,696.73	
Centurion CDO 9 Limited	12/28/2009			\$1,683,654.83	Accept	\$1,683,654.83	
Centurion CDO VI, Ltd.	12/28/2009			\$841,827.42	Accept	\$841,827.42	
Centurion CDO VII, Limited	12/28/2009			\$2,310,547.59	Accept	\$2,310,547.60	
Confluent 3 Limited	1/4/2010			\$1,508,313.44	Accept	\$1,508,313.40	
Credit Suisse AG, Cayman Islands Branch	1/4/2010	45	Yes	\$59,229.30	Accept	\$59,229.30	
Credit Suisse AG, Cayman Islands Branch	1/4/2010		Yes	\$4,960,030.63	Accept	\$4,960,030.63	
Credit Suisse Candlewood Special Situations Master	1/4/2010		Yes	\$31,393,576.64	Accept	\$31,391,364.26	
Credit Suisse International	1/4/2010	45	Yes	\$20,195,340.62	Accept	\$20,195,340.62	
Credit Suisse International	1/4/2010			\$2,806,816.55	Accept	\$2,806,816.55	
Credit Suisse Loan Funding	1/4/2010		Yes	\$33,549,086.07	Accept	\$33,549,086.07	
Credit Suisse Credit Strategies Master Fund Ltd.	1/4/2010		Yes	\$2,423,144.21	Accept	\$2,398,957.48	
Credit Suisse Syndicated Loan Fund	1/4/2010		Yes	\$3,039,423.42	Accept	\$3,009,085.24	
CSAM Funding I	1/4/2010		Yes	\$2,932,776.98	Accept	\$2,903,503.29	
CSAM Funding II	1/4/2010		Yes	\$1,447,344.48	Accept	\$1,432,897.74	
CSAM Funding IV	1/4/2010		Yes	\$2,171,016.73	Accept	\$2,149,346.59	
Brentwood CLO Ltd.	12/21/2009			\$2,632,406.82	Accept	\$2,632,406.83	
Eastland CLO Ltd.	12/21/2009			\$895,561.08	Accept	\$895,561.08	
Endurance CLO I	12/24/2009		Yes	\$1,862,767.05	Accept	\$1,862,767.05	
Genesis CLO 2007-1 Ltd.	12/29/2009			\$255,225.87	Accept	\$257,799.10	
General Electric Capital Corporation	12/24/2009			\$16,412,360.00	Accept	\$16,412,359.79	
Gleneagles CLO Ltd.	12/21/2009			\$2,686,683.25	Accept	\$2,686,683.24	
Grayson CLO Ltd.	12/21/2009			\$7,714,268.19	Accept	\$7,714,268.18	

**The Rhodes Companies, LLC**  
**Case No. BK-S-09-14814-LBR**  
**Ballot Report**

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**Class A-1 - First Lien Lender Secured Claims**

Name of Holder	Date Received	Claim / Sched. ID	Opt In	Ballot Amount	Tabulated Amount	Comment
Greenbriar CLO Ltd.	12/21/2009			\$2,865,795.47	Accept	\$2,865,795.46
Hewett's Island CLO II, Ltd.	1/4/2010			\$2,893,351.19	Accept	\$2,893,351.19
Hewett's Island CLO III, Ltd.	1/4/2010			\$2,328,458.82	Accept	\$2,328,458.82
Hewett's Island CLO IV, Ltd.	12/30/2009			\$2,865,795.47	Accept	\$2,865,795.46
Hewett's Island CLO V, Ltd.	12/30/2009			\$3,098,157.26	Accept	\$3,098,157.24
Hewett's Island CLO VII, Ltd.	12/30/2009			\$1,736,845.74	Accept	\$1,736,845.73
Hewett's Island CLO I-R Ltd. (Hewett's Island CDO Limited)	12/30/2009			\$2,723,424.22	Accept	\$2,723,424.24
Highland Credit Opportunities CDO Ltd.	12/21/2009			\$5,587,405.60	Accept	\$5,587,405.60
Highland Loan Funding V Ltd.	12/21/2009			\$1,763,983.95	Accept	\$1,763,983.95
Highland Park CDO I, Ltd., as Purchaser	12/21/2009			\$10,121,385.04	Accept	\$10,121,385.06
Katonah VII Clo Ltd.	12/31/2009		Yes	\$1,377,786.28	Accept	\$1,377,786.31
Katonah VIII Clo Ltd.	12/31/2009		Yes	\$1,432,897.73	Accept	\$1,432,897.74
Katonah IX Clo Ltd.	12/31/2009		Yes	\$1,637,594.41	Accept	\$1,637,594.40
Kingsland I Ltd.	1/4/2010			\$877,407.84	Accept	\$877,407.84
Kingsland II Ltd.	1/4/2010			\$877,407.48	Accept	\$877,407.86
Kingsland IV Ltd.	1/4/2010			\$1,439,967.96	Accept	\$1,439,967.96
Kingsland V Ltd.	1/4/2010			\$1,716,492.11	Accept	\$1,716,492.11
Kohlberg Capital Funding LLC I	12/31/2009		Yes	\$1,736,845.74	Accept	\$1,736,845.73
Landmark CDO Limited	1/4/2010		Yes	\$1,266,426.00	Accept	\$1,253,785.51
Landmark II CDO Limited	1/4/2010		Yes	\$1,731,644.00	Accept	\$1,714,359.78
Landmark III CDO Limited	1/4/2010		Yes	\$3,189,871.00	Accept	\$3,158,031.18
Landmark IV CDO Limited	1/4/2010		Yes	\$1,635,441.00	Accept	\$1,619,117.55
Landmark V CDO Limited	1/4/2010		Yes	\$1,635,441.00	Accept	\$1,619,117.55
Landmark VI CDO Limited	1/4/2010		Yes	\$1,266,426.00	Accept	\$1,253,785.51
Liberty CLO, Ltd.	12/21/2009			\$1,791,122.17	Accept	\$1,791,122.16
Loan Funding IV LLC	12/21/2009			\$895,561.08	Accept	\$895,561.08
Loan Funding VII, LLC	12/21/2009			\$5,346,228.29	Accept	\$5,346,228.29
Loan Star State Trust (Highland Capital Management IP)	12/21/2009			\$5,305,259.72	Accept	\$5,305,259.72
Longhorn Credit Funding, LLC	12/21/2009			\$4,755,141.93	Accept	\$4,755,141.92
Madison Park Funding I, Ltd.	1/4/2010		Yes	\$2,894,688.97	Accept	\$2,865,795.46
Madison Park Funding II, Ltd.	1/4/2010		Yes	\$1,447,344.48	Accept	\$1,432,897.74
Madison Park Funding III, Ltd.	1/4/2010		Yes	\$361,836.12	Accept	\$358,224.44
Madison Park Funding V, Ltd.	1/4/2010		Yes	\$2,894,688.97	Accept	\$2,865,795.46

**The Rhodes Companies, LLC**  
**Case No. BK-S-09-14814-LBR**  
**Ballot Report**

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**Class A-1 - First Lien Lender Secured Claims**

Name of Holder	Date Received	Claim / Sched. ID	Opt In	Ballot Amount	Vote	Tabulated Amount	Comment
Morgan Stanley Prime Income Trust	1/4/2010			\$3,499,577.25	Accept	\$3,499,577.16	
MSIM Peconic Bay Ltd.	1/4/2010			\$1,014,969.26	Accept	\$1,014,969.19	
QUALCOMM Global Trading Inc.	1/4/2010			\$2,447,867.03	Accept	\$2,447,866.93	
Red River CLO, Ltd.	12/21/2009			\$1,763,983.95	Accept	\$1,763,983.95	
RiverSource Bond Series Inc. - River Source Floating Rate Fund.	12/28/2009			\$367,409.67	Accept	\$367,409.71	
Rockwall CDO LTD.	12/21/2009			\$4,477,805.42	Accept	\$4,477,805.41	
Rosedale CLO Ltd.	1/4/2010			\$651,787.03	Accept	\$658,358.45	
Rosedale CLO II, Ltd.	1/4/2010			\$630,486.74	Accept	\$636,843.43	
Sorin Capital Management	1/4/2010			\$21,854,034.00	Accept	\$22,074,370.48	
Senquils-Centurion V, Ltd.	12/28/2009			\$913,472.30	Accept	\$913,472.31	
Southfork CLO, Ltd.	12/21/2009			\$1,910,530.31	Accept	\$1,910,530.29	
Stratford, CLO, Ltd.	12/21/2009			\$3,265,688.30	Accept	\$3,265,688.29	
Van Kampen Dynamic Credit Opportunities Fund	1/4/2010			\$2,528,643.13	Accept	\$2,528,643.09	
Venture II CDO 2002 Limited	1/4/2010			\$1,137,199.24	Accept	\$1,125,848.24	
Venture III CDO Limited	1/4/2010			\$1,080,027.64	Accept	\$1,069,247.27	
Venture IV CDO Limited	1/4/2010			\$1,386,375.77	Accept	\$1,372,537.58	
Venture V CDO Limited	1/4/2010			\$694,334.19	Accept	\$687,403.61	
Venture VI CDO Limited	1/4/2010			\$1,126,503.00	Accept	\$1,115,258.77	
Venture VII CDO Limited	1/4/2010			\$1,587,049.56	Accept	\$1,571,208.34	
Venture VIII CDO Limited	1/4/2010			\$1,654,107.99	Accept	\$1,637,597.40	Amended ballot received on 1-4-10.
Venture IX CDO, Limited	1/4/2010			\$1,159,552.05	Accept	\$1,147,977.92	
Vista Leveraged Income Fund	1/4/2010			\$1,137,199.24	Accept	\$1,125,848.24	
WG Horizons CLO I	12/24/2009		Yes	\$2,865,795.46	Accept	\$2,865,795.46	

**Class A-1 - First Lien Lender Secured Claims**

	Total Valid	Accepted	Rejected	Invalid
# Votes:	95	89	6	0
Vote %:		93.68%	6.32%	
Amount:	\$311,390,810.99	\$303,788,681.44	\$7,602,129.55	
Amount %:		97.56%	2.44%	

**The Rhodes Companies, LLC**  
**Case No. BK-S-09-14814-LBR**  
**Ballot Report**

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**Class A-2 - Second Lien Lender Secured Claims**

Name of Holder	Date Received	Claim ID	Schedule ID	Ballot Amount	Vote	Tabulated Amount	Comment
Antares Capital Corporation	12/24/2009			\$333,137.00	Accept	\$333,136.90	
Avenue CLO II, Ltd.	12/30/2009			\$1,040,690.82	Accept	\$1,009,505.74	
Avenue CLO III, Ltd.	12/30/2009			\$3,122,072.47	Accept	\$3,028,517.24	
Avenue CLO Fund Ltd.	12/30/2009			\$3,122,072.47	Accept	\$3,028,517.24	
Credit Suisse Loan Funding LLC	1/4/2010			\$6,228,650.47	Accept	\$6,228,650.47	
General Electric Capital Corp	12/24/2009			\$5,047,529.00	Accept	\$5,047,528.74	
Katonah VII CLO Ltd.	12/31/2009			\$35,714.29	Accept	\$1,009,505.74	
Katonah VIII CLO Ltd.	12/31/2009			\$107,142.86	Accept	\$3,028,517.24	
Katonah IX CLO Ltd.	12/31/2009			\$35,714.29	Accept	\$1,009,505.74	
Kohlberg Capital Funding LLC I	12/31/2009			\$71,428.57	Accept	\$2,019,011.49	
Kingsland I, Ltd	1/4/2010			\$1,009,505.74	Accept	\$1,009,505.74	

**The Rhodes Companies, LLC**  
**Case No. BK-S-09-14814-LBR**  
**Ballot Report**

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**Class A-2 - Second Lien Lender Secured Claims**

Name of Holder	Date Received	Claim ID	Schedule ID	Ballot Amount	Vote	Tabulated Amount	Comment
Kingsland II, Ltd	1/4/2010			\$1,009,505.74	Accept	\$1,009,505.74	
Kingsland III, Ltd	1/4/2010			\$1,514,258.62	Accept	\$1,514,258.63	
Kingsland IV, Ltd	1/4/2010			\$1,009,505.74	Accept	\$1,009,505.74	
Kingsland V, Ltd	1/4/2010			\$1,009,505.74	Accept	\$1,009,505.74	
Lightpoint Capital Mgmt LLC (Premium Loan Trust, Ltd.)	12/28/2009			\$2,000,000.00	Accept	\$2,019,011.49	
Matlin Patterson Global Partners	1/4/2010			\$579,211.50	Accept	\$579,211.50	
Matlin Patterson Global Partners	1/4/2010			\$1,944,552.87	Accept	\$1,944,552.87	
Rosedale CLO Ltd.	1/4/2010			\$2,019,011.50	Accept	\$2,019,011.49	

**Class A-2 - Second Lien Lender Secured Claims**

	Total Valid	Accepted	Rejected	Invalid
# Votes:	19	19	0	0
Vote %:		100.00%	0.00%	
Tabulated Amount	\$37,856,465.48	\$37,856,465.48	\$0.00	
Amount %:		100.00%	0.00%	

**The Rhodes Companies, LLC**  
**Case No. BK-S-09-14814-LBR**  
**Ballot Report**

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**Class C-1 - General Unsecured Claims**

Name of Holder	Date Received	Claim ID	Schedule ID	Ballot Amount	Vote	Tabulated Amount	Comment
Air Methods Corporation	12/28/2009	40		\$36,248.00	Reject	\$36,248.00	
American Express Travel Related Services Co. In.	1/4/2010	39		\$285.98	Accept	\$285.98	
Caterpillar Financial Services Corporation	1/4/2010	17		\$231,968.77	Reject	\$1.00	Claim filed in an unknown amount. Ballot amount tabulated at \$1.00.
Conex International	12/21/2009	26		\$25,283.85	Accept	\$25,283.85	
Class of Plaintiff Homeowners In Re Kitec Fitting	1/4/2010	129		\$5,308,125.00	Reject	\$1.00	Pursuant to Section D.2.d of the Solicitation Procedures "the Claim amount contained in a Proof of Claim that has been timely-filed by the Bar Date (or deemed timely-filed by the Bankruptcy Court under applicable law) that is not the subject of an objection or has not been withdrawn; provided, however, that Ballots cast by Holders whose Claims are listed in unliquidated or unknown amounts that are not the subject of an objection will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code, and will count as Ballots for Claims in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code", the ballot cast for Kitec is to be tabulated in the amount of \$1.00.
David and Christine Frohnen	12/28/2009	17		\$23,072.10	Reject	\$23,072.10	
Dynamic Heating & Air of Nevada	12/22/2009	21		\$7,744.90	Accept	\$7,744.90	
Envision Concrete, LLC	1/4/2010	14		\$139,788.87	Accept	\$139,788.87	
Frank Rodriguez Services Inc.	1/4/2010			\$11,575.00	Accept	\$0.00	Invalid Vote: Ballot cast is with regard to claims already withdrawn as of 7-21-09 and 7-22-09 (see Docket Nos. 18,19,20,21 and 337)
GS Wallace Inc.	12/22/2009	11		\$208,309.51	Accept	\$208,309.51	
Iovino Masonry	12/8/2009	108		\$34,632.84	Accept	\$34,632.84	
Lee, Hernandez, Kelsey, Brooks, Garofalo & Blake (FKAS Lee & Russell)	1/4/2010	16		\$3,328.42	Accept	\$3,328.42	

**The Rhodes Companies, LLC**  
**Case No. BK-S-09-14814-LBR**  
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**Class C-1 - General Unsecured Claims**

Name of Holder	Date Received	Claim ID	Schedule ID	Ballot Amount	Vote	Tabulated Amount	Comment
Southwest Gas Corporation	1/4/2010	4		\$604.90	Accept	\$604.90	
Stanley Consultants, Inc.	12/21/2009	48 & 52 combined		\$4,609,249.00	Reject	\$3,467,735.00	Tabulated amount reflects (i) the proof of claim amount (\$3,467,733.00) for the claim filed against Rhodes Homes Arizona, (ii) \$1.00 for the claim filed against Rhodes Ranch General Partnership and (iii) \$1.00 for the claim filed against Rhodes Design & Development.  Pursuant to the court's interpretation of the solicitation procedures, the later two claims are being treated as claims for \$1.00 because they are unliquidated while the other is being counted at the proof of claim amount because it is not scheduled as disputed.
Sunrise Mechanical, Inc.	12/14/2009	19		\$4,036.55	Accept	\$4,036.55	
Westar Kitchen & Bath, LLC	12/21/2009	102		\$59,471.09	Accept	\$59,471.09	

**Class C-1 - General Unsecured Claims**

	Total Valid	Accepted	Rejected	Invalid
# Votes:	15	10	5	1
Vote %:		66.67%	33.33%	
Tabulated Amount	\$4,010,544.01	\$483,486.91	\$3,527,057.10	
Amount %:		12.06%	87.94%	

**The Rhodes Companies, LLC**  
**Case No. BK-S-09-14814-LBR**  
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**Class C-2 - First Lien Lender Deficiency Claims**

Name of Holder	Date Received	Claim / Sched. ID	Opt In	Ballot Amount	Vote	Tabulated Amount	Comment
Antares Capital Corporation	12/24/2009			\$499,118.00	Accept	\$716,448.85	
Archimedes Funding IV (Cayman) Ltd.	12/24/2009		Yes	\$2,435,926.15	Accept	\$2,435,926.15	
Atrium CDO	1/4/2010		Yes	\$1,447,344.48	Accept	\$1,432,897.74	
Atrium III	1/4/2010		Yes	\$2,171,016.73	Accept	\$2,149,346.59	
Atrium IV	1/4/2010		Yes	\$723,672.24	Accept	\$716,448.85	
Atrium V	1/4/2010		Yes	\$665,075.30	Accept	\$658,436.78	
Atrium VI	1/4/2010		Yes	\$2,481,161.97	Accept	\$2,456,397.40	
Carlyle High Yield Partners IV, Ltd.	1/4/2010			\$442,901.71	Reject	\$442,910.71	
Carlyle High Yield Partners VI, Ltd.	1/4/2010			\$630,720.82	Reject	\$630,720.79	
Carlyle High Yield Partners VII, Ltd.	1/4/2010			\$368,204.04	Reject	\$368,204.09	
Carlyle High Yield Partners VIII, Ltd.	1/4/2010			\$355,336.87	Reject	\$355,336.91	
Carlyle High Yield Partners IX, Ltd.	1/4/2010			\$1,287,917.52	Reject	\$1,287,917.52	
Carlyle Loan Investment, Ltd.	1/4/2010			\$8,031,298.15	Reject	\$4,517,039.53	
Castle Garden Funding	1/4/2010		Yes	\$3,618,361.21	Accept	\$3,582,244.34	
Cent CDO 10 Limited	12/28/2009			\$841,827.42	Accept	\$841,827.42	
Cent CDO XI Limited	12/28/2009			\$1,271,696.74	Accept	\$1,271,696.73	
Centurion CDO 8 Limited	12/28/2009			\$1,271,696.74	Accept	\$1,271,696.73	
Centurion CDO 9 Limited	12/28/2009			\$1,683,854.83	Accept	\$1,683,854.83	
Centurion CDO VI, Ltd.	12/28/2009			\$841,827.42	Accept	\$841,827.42	
Centurion CDO VII, Limited	12/28/2009			\$2,310,547.58	Accept	\$2,310,547.60	
Confluent 3 Limited	1/4/2010		Yes	\$1,508,313.44	Accept	\$1,508,313.40	
Credit Suisse AG, Cayman Islands Branch	1/4/2010	45	Yes	\$59,229.30	Accept	\$59,229.30	
Credit Suisse AG, Cayman Islands Branch	1/4/2010		Yes	\$4,960,030.63	Accept	\$4,960,030.63	
Credit Suisse Candlewood Special Situations Master Fund Ltd.	1/4/2010		Yes	\$31,393,576.84	Accept	\$31,391,364.26	
Credit Suisse International	1/4/2010			\$2,806,816.55	Accept	\$2,806,816.55	
Credit Suisse International	1/4/2010	45	Yes	\$20,195,340.82	Accept	\$20,195,340.82	
Credit Suisse Loan Funding	1/4/2010		Yes	\$33,549,086.07	Accept	\$33,549,086.07	
Credit Suisse Credit Strategies Master Fund Ltd.	1/4/2010		Yes	\$2,423,144.21	Accept	\$2,398,957.48	
Credit Suisse Syndicated Loan Fund	1/4/2010		Yes	\$3,039,423.42	Accept	\$3,009,085.24	
CSAM Funding I	1/4/2010		Yes	\$2,932,776.98	Accept	\$2,903,503.28	
CSAM Funding II	1/4/2010		Yes	\$1,447,344.48	Accept	\$1,432,897.74	
CSAM Funding IV	1/4/2010		Yes	\$2,171,016.73	Accept	\$2,149,346.59	
Endurance CLO I	12/24/2009		Yes	\$1,862,767.05	Accept	\$1,862,767.05	
General Electric Capital Corporation	12/24/2009			\$11,664,201.00	Accept	\$16,412,359.79	
Hewett's Island CLO II, Ltd.	1/4/2010			\$2,893,351.19	Accept	\$2,893,351.19	Amended ballot received on 1-4-10.
Hewett's Island CLO III, Ltd.	1/4/2010			\$2,328,458.82	Accept	\$2,328,458.82	Amended ballot received on 1-4-10.
Hewett's Island CLO IV, Ltd.	12/30/2009			\$2,865,795.47	Accept	\$2,865,795.46	

**The Rhodes Companies, LLC**  
**Case No. BK-S-09-14814-LBR**  
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**Class C-2 - First Lien Lender Deficiency Claims**

Name of Holder	Date Received	Claim / Sched. ID	Opt In	Ballot Amount	Vote	Tabulated Amount	Comment
Hewett's Island CLO V, Ltd.	12/30/2009			\$3,098,137.26	Accept	3098.137.24	
Hewett's Island CLO VII, Ltd.	12/30/2009			\$1,736,845.74	Accept	\$1,736,845.73	
Hewett's Island CLO I-R Ltd. (Hewett's Island CDO	12/30/2009			\$2,723,424.22	Accept	\$2,723,424.24	
Katonah VII Clo, Ltd.	12/31/2009		Yes	\$1,377,786.28	Accept	\$1,377,786.31	
Katonah VIII Clo, Ltd.	12/31/2009		Yes	\$1,432,897.73	Accept	\$1,432,897.74	
Katonah IX Clo Ltd.	12/31/2009		Yes	\$1,637,597.41	Accept	\$1,637,597.40	
Kingsland I, Ltd.	1/4/2010			\$877,407.84	Accept	\$877,407.84	
Kingsland II, Ltd.	1/4/2010			\$877,407.48	Accept	\$877,407.86	
Kingsland IV, Ltd.	1/4/2010			\$1,439,967.96	Accept	\$1,439,967.96	
Kingsland V, Ltd.	1/4/2010			\$1,716,492.11	Accept	\$1,716,492.11	
Kohlberg Capital Funding LLC I	12/31/2009		Yes	\$1,736,845.74	Accept	\$1,736,845.73	
Landmark CDO Limited	1/4/2010		Yes	\$1,266,426.00	Accept	\$1,253,785.51	
Landmark II CDO Limited	1/4/2010		Yes	\$1,731,644.00	Accept	\$1,714,359.78	
Landmark III CDO Limited	1/4/2010		Yes	\$3,189,871.00	Accept	\$3,158,031.18	
Landmark IV CDO Limited	1/4/2010		Yes	\$1,635,441.00	Accept	\$1,619,117.55	
Landmark V CDO Limited	1/4/2010		Yes	\$1,635,441.00	Accept	\$1,619,117.55	
Landmark VI CDO Limited	1/4/2010		Yes	\$1,266,426.00	Accept	\$1,253,785.51	
Madison Park Funding I, Ltd.	1/4/2010		Yes	\$2,894,888.97	Accept	\$2,865,785.46	
Madison Park Funding II, Ltd.	1/4/2010		Yes	\$1,447,344.48	Accept	\$1,432,897.74	
Madison Park Funding III, Ltd.	1/4/2010		Yes	\$361,836.12	Accept	\$358,224.44	
Madison Park Funding V, Ltd.	1/4/2010		Yes	\$2,894,888.97	Accept	\$2,865,795.46	
Morgan Stanley Prime Income Trust	1/4/2010			\$3,499,577.25	Accept	\$3,499,577.16	
MSIM Peconic Bay Ltd.	1/4/2010			\$1,014,969.26	Accept	\$1,014,969.19	
QUALCOMM Global Trading Inc.	1/4/2010			\$2,447,887.03	Accept	\$2,447,886.93	
RiverSource Bond Series Inc. - River Source Floating	12/28/2009			\$367,409.67	Accept	\$367,409.71	
Rosedale CLO Ltd.	1/4/2010			\$651,787.03	Accept	\$658,358.45	
Rosedale CLO II Ltd.	1/4/2010			\$630,486.74	Accept	\$638,843.43	
Sorin Capital Management	1/4/2010			\$21,854,034.00	Accept	\$22,074,370.48	
Senquils-Centurion V, Ltd.	12/28/2009			\$913,472.30	Accept	\$913,472.31	
Van Kampen Dynamic Credit Opportunities Fund	1/4/2010			\$2,528,643.13	Accept	\$2,528,643.09	
WG Horizons CLO I	12/24/2009		Yes	\$2,865,495.46	Accept	\$2,865,795.46	

**Class C-2 - First Lien Lender Deficiency Claims**

	Total Valid	Accepted	Rejected	Invalid
# Votes:	68	62	6	0
Vote %:		91.18%	8.82%	
Tabulated Amount:	\$236,508,500.38	\$228,906,370.83	\$7,602,129.55	
Amount %:		96.79%	3.21%	

**The Rhodes Companies, LLC**  
**Case No. BK-S-09-14814-LBR**  
**Ballot Report**

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**Class C-3 - Second Lien Lender Deficiency Claims**

Name of Holder	Date Received	Claim ID	Schedule ID	Ballot Amount	Vote	Tabulated Amount	Comment
Antares Capital Corporation	12/24/2009			\$321,704.00	Accept	\$333,136.90	
Avenue CLO II, Ltd.	12/30/2009			\$1,004,946.54	Accept	\$1,009,505.74	
Avenue CLO III, Ltd.	12/30/2009			\$3,014,929.61	Accept	\$3,028,517.24	
Avenue CLO Fund Ltd.	12/30/2009			\$3,014,929.61	Accept	\$3,028,517.24	
Credit Suisse Loan Funding LLC	1/4/2010			\$6,228,650.47	Accept	\$6,228,650.47	
General Electric Capital Corp.	12/24/2009			\$4,874,309.00	Accept	\$5,047,528.74	
Katonah VII CLO Ltd.	12/31/2009			\$973,791.46	Accept	\$1,009,505.74	
Katonah VIII CLO Ltd.	12/31/2009			\$2,921,374.39	Accept	\$3,028,517.24	
Katonah IX CLO Ltd.	12/31/2009			\$973,791.46	Accept	\$1,009,505.74	
Kohlberg Capital Funding LLC I	12/31/2009			\$1,947,582.92	Accept	\$2,019,011.49	

**The Rhodes Companies, LLC**  
**Case No. BK-S-09-14814-LBR**  
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**Class C-3 - Second Lien Lender Deficiency Claims**

Name of Holder	Date Received	Claim ID	Schedule ID	Ballot Amount	Vote	Tabulated Amount	Comment
Kingsland I, Ltd.	1/4/2010			\$1,009,505.74	Accept	\$1,009,505.74	
Kingsland II, Ltd.	1/4/2010			\$1,009,505.74	Accept	\$1,009,505.74	
Kingsland III, Ltd.	1/4/2010			\$1,514,258.62	Accept	\$1,514,258.63	
Kingsland IV, Ltd.	1/4/2010			\$1,009,505.74	Accept	\$1,009,505.74	
Kingsland V, Ltd.	1/4/2010			\$1,009,505.74	Accept	\$1,009,505.74	
Lightpoint Capital Mgmt LLC (Premium Loan Trust, Ltd.)	12/28/2009			\$2,000,000.00	Accept	\$2,019,011.49	
Matlin Patterson Global Partners	1/4/2010			\$559,334.20	Accept	\$579,211.50	
Matlin Patterson Global Partners	1/4/2010			\$1,877,819.97	Accept	\$1,944,552.87	
Rosedale CLO Ltd.	1/4/2010			\$2,019,011.50	Accept	\$2,019,011.49	

**The Rhodes Companies, LLC**  
**Case No. BK-S-09-14814-LBR**  
**Ballot Report**

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**Class C-3 - Second Lien Lender Deficiency Claims**

Name of Holder	Date Received	Claim ID	Schedule ID	Ballot Amount	Vote	Tabulated Amount	Comment

**Class C-3 - Second Lien Lender Deficiency Claims**

	Total Valid	Accepted	Rejected	Invalid
# Votes:	19	19	0	0
Vote %:		100.00%	0.00%	
Tabulated Amount	\$37,856,465.48	\$37,856,465.48	\$0.00	
Amount %:		100.00%	0.00%	